

**Before the  
FEDERAL COMMUNICATIONS COMMISSION  
Washington, D.C. 20554**

In the Matter of the Joint Application of	)	
	)	
Lumen Technologies, Inc.,	)	
<i>Transferor,</i>	)	
	)	
Global Crossing Americas Solutions, LLC,	)	
CenturyLink Latin American Solutions, LLC and	)	
Level 3 Communications St. Croix, Inc.	)	IB File No. ITC-214 - _____
<i>Licensees</i>	)	
	)	IB File No. ITC-T/C-_____
and	)	
	)	SCL File No. SCL-T/C-_____
Patagonia Holdco LLC	)	
<i>Transferee</i>	)	WC Docket No. 21- _____
	)	
For Grant of Authority to Complete a Transfer	)	
of Control of Companies Holding International	)	
and Domestic Section 214 Authority Pursuant to	)	
Section 214 of the Communications Act of 1934,	)	
as Amended; to Transfer Control of a Company	)	
Holding Submarine Cable Landing Licenses; and	)	
For Grant of International Section 214 Authority	)	

**JOINT APPLICATION**

By this joint application (“Joint Application”), Lumen Technologies, Inc. (“Lumen” or “Transferor”) and Patagonia Holdco LLC, a Delaware limited liability company (“Patagonia Holdco” or “Transferee”), respectfully request authority, pursuant to Section 214 of the Communications Act of 1934, as amended (the “Act”),<sup>1</sup> and Sections 1.767, 63.03, 63.04, 63.18

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<sup>1</sup> 47 U.S.C. § 214.

and 63.24 of the rules of the Federal Communications Commission (“Commission”),<sup>2</sup> to transfer control of Global Crossing Americas Solutions, LLC (“GCAS”), CenturyLink Latin American Solutions, LLC (“CLAS”) and Level 3 Communications St. Croix, Inc. (“Level 3 St. Croix,” and, together with GCAS and CLAS, the “Lumen LatAm Entities”) to Patagonia Holdco. Upon consummation of the Proposed Transaction (as defined below), through its ownership and control of the Lumen LatAm Entities, Patagonia Holdco will control the international and domestic Section 214 authorizations held by the Lumen LatAm Entities and the submarine cable landing (“SCL”) licenses held or to be held by GCAS.<sup>3</sup> In addition to seeking approval for the proposed transfer of control of the Lumen LatAm Entities, by this Joint Application, Patagonia Holdco also requests, pursuant to Section 63.18 of the Commission’s Rules,<sup>4</sup> Section 214 authority for CLAS to provide international telecommunications services upon consummation of the Proposed Transaction.<sup>5</sup>

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<sup>2</sup> 47 C.F.R. §§ 1.767, 63.03, 63.04, 63.18, 63.24.

<sup>3</sup> None of the Lumen LatAm Entities have been designated as an Eligible Telecommunications Carrier or receive support from the Universal Service Fund. Lumen, Patagonia Holdco and the Lumen LatAm Entities will each, individually, be referred to as an “Applicant” and, collectively, as the “Applicants.” As discussed below, at closing, GCAS, which currently holds a submarine cable landing license for the Americas-II submarine cable system, will also hold the submarine cable landing licenses for the Mid-Atlantic Crossing, Pan American Crossing, and South American Crossing submarine cable systems, which are currently held by another Lumen subsidiary, Global Crossing Telecommunications, Inc.

<sup>4</sup> 47 C.F.R. § 63.18.

<sup>5</sup> As explained in greater detail below, CLAS currently provides international Section 214 services pursuant to the authorization held by Level 3 Communications, LLC in accordance with Section 63.21(h) of the Commission’s Rules. Because Level 3 Communications, LLC is not being acquired by Patagonia Holdco as part of the Proposed Transaction, but instead will remain under the control and ownership of Lumen, CLAS will need its own international Section 214 authorization in order to continue providing international telecommunications services upon consummation of the Proposed Transaction.

As discussed in more detail below, the Applicants have entered into an agreement pursuant to which Patagonia Holdco will purchase Lumen’s Latin American business (the “Lumen LatAm Business”). Pursuant to this Agreement, Patagonia Holdco will, among other things, acquire control of the Lumen LatAm Entities (the “Proposed Transaction”) that provide certain U.S. domestic and international telecommunications services to customers. Customers of the Lumen LatAm Entities will not experience any reduction or impairment of service as a result of the Proposed Transaction, nor will the Proposed Transaction have any adverse effect upon competition in the United States domestic and international telecommunications service markets. To the contrary, the Proposed Transaction will provide the Lumen LatAm Entities with access to additional financial resources while retaining the current, experienced team that helps to manage the Lumen LatAm Business. Consequently, the Proposed Transaction will benefit the public interest.

## **I. DESCRIPTION OF THE APPLICANTS**

### **A. Transferor – Lumen Technologies, Inc.**

Lumen is an international facilities-based technology and communications company focused on providing its business and residential customers with a broad array of integrated services and solutions necessary to fully participate in our rapidly evolving digital world. Through its various operating subsidiaries, Lumen provides broadband, voice and other services including IP and Data Services (VPN, Ethernet, IP and Content Delivery Networks), Transport and Infrastructure (Wavelength, Dark Fiber, Private Line, Colocation and Data Center Services, and Professional Services), Voice and Collaboration Services (Voice, VoIP), and IT and Managed Services. Lumen serves customers in more than 60 countries around the globe. Lumen is a publicly-traded company listed on the New York Stock Exchange (LUMN).

The Lumen LatAm Entities are indirect, wholly-owned operating subsidiaries of Lumen. Additional information regarding the Lumen LatAm Entities is set forth below.

**B. The Lumen LatAm Entities**

**1. Global Crossing Americas Solutions, LLC**

GCAS is a Delaware limited liability company. GCAS holds a Commission authorization for the Americas-II submarine cable system<sup>6</sup> and provides domestic and international telecommunications services pursuant to Section 214 authority.<sup>7</sup> At closing, GCAS will also hold the submarine cable landing licenses for the Mid-Atlantic Crossing, Pan American Crossing, and South American Crossing submarine cable systems (collectively, the “LatAm Cable Licenses”), which are currently held by another Lumen subsidiary, Global Crossing Telecommunications, Inc. (“GCTI”).<sup>8</sup>

**2. CenturyLink Latin American Solutions, LLC**

CLAS is a Delaware limited liability company. CLAS provides domestic telecommunications services pursuant to blanket Section 214 authority and currently provides

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<sup>6</sup> See SCL-LIC-19980429-00019; SCL-MOD-20110928-00028, and SCL-ASG-20170113-00001.

<sup>7</sup> See ITC-214-19950717-00062; ITC-214-19950831-00047; ITC-214-19970703-00372; and ITC-214-19980430-00286.

<sup>8</sup> See (A) SCL-LIC-19981030-00023; SCL-MOD-20020415-00035; and SCL-T/C-20161212-00022 (Mid-Atlantic Crossing); (B) SCL-LIC-19981103-00022; SCL-MOD-20110524-00020; and SCL-T/C-20161212-00022 (Pan American Crossing); and (C) SCL-LIC-19990823-00015; SCL-MOD-20020415-00054; SCL-MOD-20150129-00002; and SCL-T/C-20161212-00022 (South American Crossing). Prior to closing the Transaction, Lumen will undertake a *pro forma* restructuring pursuant to which, *inter alia*, the Commission authorizations for the LatAm Cable Licenses will be assigned from GCTI to GCAS and will submit the appropriate filings for such *pro forma* assignments as are required under the Commission’s Rules. While Patagonia Holdco is acquiring the LatAm Cable Licenses and assets associated therewith as part of the Transaction, it is not acquiring GCTI. Rather, GCTI will continue to be an indirect, wholly-owned subsidiary of Lumen both before and after consummation of the Transaction.

international telecommunications services pursuant to the international Section 214 authorization held by its direct parent, Level 3 Communications, LLC.<sup>9</sup> As discussed more fully herein, CLAS is requesting its own international Section 214 authorization as part of this Application.

### **3. Level 3 Communications St. Croix, Inc.**

Level 3 St. Croix is a corporation formed under the laws of the U.S. Virgin Islands. Level 3 St. Croix provides domestic telecommunications services pursuant to blanket Section 214 authority.

#### **C. Patagonia Holdco**

Patagonia Holdco, which was formed for the purpose of acquiring the Lumen LatAm Entities and the Lumen LatAm Business that are the subject of the Proposed Transaction, is a Delaware limited liability company, with principal offices at 55 Hudson Yards, 550 W 34th Street, 48th Floor, New York, NY 10001. It is wholly owned by Patagonia Intermediate Holdco LLC, a Delaware limited liability company (“Patagonia Intermediate”), which, in turn, is wholly owned by Stonepeak Patagonia Holdings LLC, a Delaware limited liability company (“SP Holdings”). Stonepeak Patagonia Intermediate Holdings LP, a Delaware limited partnership (“SP Intermediate Holdings”), will hold an approximate 70% equity and 70% voting interest in SP Holdings. The remaining member of SP Holdings will be AustralianSuper Investment Fund No. 2, an Australian Trust (“AusSuper Fund No. 2”), which will hold an approximate 30% equity and 30% voting interest in SP Holdings. The beneficial owner of AusSuper Fund No. 2 is AustralianSuper, Australia’s largest public offer superannuation (pension) fund. The Trustee of AusSuper Fund No. 2 is AustralianSuper Investments Pty Ltd, an Australian Proprietary Company (“AusSuper

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<sup>9</sup> See 47 C.F.R. § 63.21(h) and *supra* note 5.

Investments”). AusSuper Investments is wholly owned by AustralianSuper Pty Ltd, an Australian Proprietary Company (“AusSuper PTY”), which is also the Trustee of AusSuper. AusSuper Pty is equally owned by the Australian Council of Trade Unions (“ACTU”), the peak union body representing Australian workers,<sup>10</sup> and the Australian Industry Group (“AIG”), an employer organization representing Australian businesses.<sup>11</sup>

Stonepeak Associates IV LLC, a Delaware limited liability company (“Associates IV”) is the general partner of SP Intermediate Holdings. The sole limited partner of SP Intermediate Holdings is Stonepeak Patagonia Upper Holdings LP, a Delaware limited partnership (“SP Upper Holdings”), the general partner of which is also Associates IV. The limited partners of SP Upper Holdings will be investment funds affiliated with Stonepeak Partners LP (d/b/a Stonepeak Infrastructure Partners (“SIP”)). Specifically, the limited partners of SP Upper Holdings will be Stonepeak Infrastructure Fund IV (AIV V) LP, a Delaware limited partnership (“SP Infrastructure IV”), which will hold an approximate 58.46% indirect equity interest in the Lumen LatAm Entities, Stonepeak Infrastructure Fund IV (Lux) (AIV VIII) SCsp, a Luxembourg special limited partnership (“SP Infrastructure (Lux)”), which will hold an approximate 8.26% indirect equity interest in the Lumen LatAm Entities, and Stonepeak Patagonia (Co-Invest) Holdings LP, a Delaware limited partnership (“SP (Co-Invest) Holdings”), which will hold an approximate 3.26% indirect equity interest in the Lumen LatAm Entities.<sup>12</sup> It is possible that other co-invest vehicles

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<sup>10</sup> More information about ACTU is available at <https://www.actu.org.au/about-the-actu/about-the-actu>.

<sup>11</sup> AIG is an association (rather than a registered company) and is not structured as having natural persons as beneficial owners. More information about AIG is available at <https://www.aigroup.com.au/about/>.

<sup>12</sup> The percentages of indirect interests are based on the 70% interest held by SP Upper Holdings. If the multiplier is not used, then SP Infrastructure IV will hold an approximate 83.5% indirect equity interest in the Lumen LatAm Entities, Stonepeak Infrastructure (Lux) will hold an

will be formed for the purposes of holding indirect interests in the Lumen LatAm Entities through limited partnership interests in SP Upper Holdings. Associates IV is the general partner of SP Infrastructure IV and SP (Co-Invest) Holdings, and the special general partner of SP Infrastructure (Lux). The managing general partner of SP Infrastructure (Lux) is Stonepeak Associates IV (Lux) S.à.r.l., a Luxembourg limited liability company (“SP Associates IV (Lux)”), which is wholly owned by Stonepeak GP Investors IV (Cayman) LLC, a Cayman Islands limited liability company (“Stonepeak GP (Cayman)”). The managing member of Stonepeak GP (Cayman) is Stonepeak GP Investors Manager (Cayman) LLC, a Cayman Islands limited liability company (“Stonepeak GP Investors (Cayman)”). The sole member of Associates IV is Stonepeak GP Investors IV, LLC, a Delaware limited liability company, the managing member of which is Stonepeak GP Investors Manager LLC, a Delaware limited liability company (“Stonepeak GP”). Michael Dorrell, a United States Citizen,<sup>13</sup> is the managing member of Stonepeak GP and Stonepeak GP (Cayman). The phone number for each of these entities is (212) 907-5100.

**D. Stonepeak Associates IV LLC and Stonepeak Infrastructure Partners**

Associates IV is affiliated with private equity funds managed by SIP, a specialized private equity firm that invests in strategically important infrastructure assets within the communications, energy, power, water, renewables, and transportation sectors. Founded in 2011 and headquartered in New York, SIP manages over \$37 billion of capital for its investors.<sup>14</sup> SIP has considerable

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approximate 12% indirect equity interest in the Lumen LatAm Entities, and SP (Co-Invest) Holdings will hold an approximate 4.65% indirect equity interest in the Lumen LatAm Entities. In addition, because, as discussed, syndication of the equity interests is ongoing, the percentages held by the funds likely will change. An anticipated range of the interests to be held by the funds is discussed below.

<sup>13</sup> Mr. Dorrell also holds Australian citizenship.

<sup>14</sup> SIP’s assets under management (“AUM”) calculation provided herein is determined by taking into account (i) unfunded capital commitments of Stonepeak Infrastructure Fund LP, Stonepeak

experience in the digital infrastructure sector with select investments across residential broadband, data centers, enterprise fiber, towers, and small cells that give it visibility and expertise across the broader communications sector. This experience positions SIP-affiliated funds as ideal partners to the Lumen LatAm Entities as they continue to grow and strengthen their service offerings. SIP is ultimately controlled by Michael Dorrell. Mr. Dorrell has been involved in all phases of SIP's development since 2011 and has 20 years of experience investing in infrastructure.

SIP's communications portfolio companies include the following providers of domestic and international telecommunications services:

**ExteNet Systems, Inc. (“ESI”) and its subsidiaries:** Founded in 2002, ESI designs, builds, owns and operates distributed networks for use by national and regional wireless service providers in key strategic markets in North America. ESI and its subsidiaries (“ExteNet”) deploy distributed networks to enhance coverage and capacity and enable superior wireless service in both outdoor and indoor environments. Primary markets addressed by ExteNet include outdoor distributed networks in a variety of densely occupied or heavily traveled settings, and venues used for sports and entertainment events, the hospitality industry, commercial buildings, and healthcare facilities. Collectively, ExteNet holds authorizations to provide intrastate telecommunications services in the District of Columbia and every state except Alaska, Maine, North Dakota, Vermont, West Virginia and Wyoming. ESI subsidiaries that are authorized (or seeking authorizations) to provide intrastate telecommunications services in one or more states include ExteNet Systems, Inc., ExteNet Systems (California) LLC, ExteNet Systems (Virginia) LLC, ExteNet Systems (New York), Inc., ExteNet Asset Entity, LLC, Telecommunication Properties, Inc., Hudson Fiber Network (Virginia) LLC, and Hudson Fiber Networks, Inc. (“Hudson Fiber”).

**Radiate Holdings, L.P.:** Associates IV, along with certain SIP-affiliated funds, recently completed the acquisition of Radiate Holdings, L.P., which controls the following

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Infrastructure Fund II LP, Stonepeak Infrastructure Fund III LP, Stonepeak Infrastructure Fund IV LP, Stonepeak Global Renewables Fund LP, and Stonepeak Infrastructure Credit Fund I LP and any co-invest vehicles managed by SIP as of March 31, 2021, (ii) the gross asset value of such funds and co-invest vehicles, plus any feeder fund level cash with respect to such funds and co-invest vehicles as of March 31, 2021, and (iii) capital commitments of Stonepeak Infrastructure Fund IV LP, Stonepeak Global Renewables Fund LP and such co-invest vehicles accepted between April 1, 2021 and May 27, 2021. The AUM figure differs from the amount of assets under management reported for regulatory purposes and is based on gross asset values that are estimated and unaudited.

(together, the “Radiate Operating Companies”): RCN Telecom Services (Lehigh) LLC (“RCN Lehigh”); RCN Telecom Services of Philadelphia, LLC (“RCN Philadelphia”); RCN Telecom Services of New York, LP (“RCN New York”); RCN Telecom Services of Massachusetts, LLC (“RCN Massachusetts”); RCN Telecom Services of Illinois, LLC (“RCN Illinois”); Starpower Communications, LLC (“Starpower” and, together with RCN Lehigh, RCN Philadelphia, RCN New York, RCN Massachusetts, and RCN Illinois, “RCN”); Grande Communications Networks, LLC (“Grande”); Astound Broadband LLC; Astound Phone Service, LLC (together with Astound Broadband LLC, “Astound”); ETS Telephone Company, Inc.; and ETS Cablevision, Inc. (together with ETS Telephone Company, Inc., “En-Touch”), Digital West Holdings, Inc. and its wholly-owned operating subsidiaries: Digital West Networks, Inc., Norcast Communications Corporation, and Blue Rooster Telecom, Inc., each of which holds Section 214 authority (collectively, “Digital West”). These entities provide cable, telecommunications, and broadband services in eleven states and the District of Columbia. Specifically: RCN Lehigh and RCN Philadelphia provide services in Pennsylvania; RCN New York provides services in New York and New Jersey; RCN Massachusetts, LLC provides services in Massachusetts; RCN Illinois provides services in Illinois; Starpower, which operates under the RCN name, provides services in the District of Columbia, Maryland, and Virginia; Grande and En-Touch provide services in Texas; and Astound Broadband, LLC provides services in California, Oregon, and Washington.<sup>15</sup> Each of the Radiate Operating Companies operates pursuant to blanket domestic interstate Section 214 authority.<sup>16</sup> All of the Radiate Operating Companies Holders except ETS Cablevision, Inc. hold international Section 214 authority.

Together, the Radiate Operating Companies form the sixth largest cable operator in the United States while also operating as telecommunications service providers in eleven states and the District of Columbia. The Radiate Operating Companies offer intrastate, interstate, and international telecommunications and other services to over one million customers, which services include industry-leading high-speed internet, cable services, broadband products, digital TV, phone services, and fiber optic solutions. Associates IV acquired indirect control of the entities listed above by acquiring control of Radiate Holdings. In addition to Section 214 authorizations, these entities also hold satellite earth station licenses and registrations, CARS licenses, and wireless licenses.

To the best of Transferee’s knowledge, other than as described above, (i) Transferee is not affiliated with any other United States domestic telecommunications service provider and (ii) no individual or entity that holds a 10% or greater direct or indirect interest in Transferee is affiliated with any other United States domestic telecommunications service provider.

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<sup>15</sup> Astound Phone Service, LLC holds an international Section 214 authorization.

<sup>16</sup> 47 C.F.R. § 63.01.

## **II. DESCRIPTION OF THE TRANSACTION**

Pursuant to the terms of a purchase agreement by and among Level 3 Financing, Inc. and Level 3 Communications, LLC, as Sellers,<sup>17</sup> and Patagonia Holdco, as Purchaser, dated as of July 25, 2021 (the “Purchase Agreement”), Lumen has agreed to sell the Lumen LatAm Business to Patagonia Holdco, including the Lumen LatAm Entities that provide certain U.S. domestic and international fiber network and data center infrastructure services to customers. Among other things, at closing, Patagonia Holdco will acquire, directly or indirectly, 100% of the equity interests of the Lumen LatAm Entities, resulting in the transfer of control of the Lumen LatAm Entities to the Transferee.

GCAS currently holds a submarine cable landing license for the Americas-II cable system, several international Section 214 authorizations (including the international 214 authorization associated with the Americas-II system, which operates on a common carrier basis), and operates pursuant to blanket domestic Section 214 authority. In addition, as explained above, prior to consummation of the Proposed Transaction, the LatAm Cable Licenses, which are currently held by GCTI, will be assigned to GCAS on a *pro forma* basis, along with the related submarine cable infrastructure for each of those systems.<sup>18</sup> Thus, prior to the transfer of control of GCAS to Patagonia Holdco, GCAS will hold four SCL licenses, and the Joint Application seeks consent to the transfer of control of GCAS as the holder of each of those SCL licenses. A complete listing of the authorizations to be held by GCAS, CLAS and Level 3 St. Croix when the Proposed Transaction is consummated, is attached hereto as **Attachment 6**.

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<sup>17</sup> Level 3 Financing, Inc. and Level 3 Communications, LLC are indirect, wholly-owned subsidiaries of Lumen.

<sup>18</sup> See *supra* at note 8 and accompanying text.

CLAS currently operates pursuant to the international Section 214 authorization of a parent entity which is not being acquired by Patagonia Holdco as part of the Proposed Transaction. Consequently, this Joint Application includes a request for grant of international Section 214 authority to CLAS effective upon consummation of the Proposed Transaction to enable it to provide Section 214-regulated international telecommunications services upon consummation of the Proposed Transaction.

Pre- and post-close diagrams for the ownership of the Lumen LatAm Entities are attached as **Attachment 1**.

As explained below, the Applicants seek expedited review and approval to enable timely consummation of Patagonia Holdco's acquisition of the Lumen LatAm Business (including the Lumen LatAm Entities), which the parties are targeting for the first half of 2022.

### **III. PUBLIC INTEREST STATEMENT**

In reviewing this Joint Application, the Commission must determine whether the proposed transfer of control is consistent with the public interest, convenience, and necessity. The Commission interprets this standard by assessing whether the transaction: (1) complies with the Act, and any other applicable statutory provisions; (2) complies with the Commission's Rules; (3) could result in public interest harms by substantially frustrating or impairing the objectives or implementation of the Act or related statutes; and (4) will yield affirmative public interest benefits.<sup>19</sup> In undertaking this review, the Commission "has long recognized the clear public

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<sup>19</sup> See, e.g., *Applications of XO Holdings and Verizon Communications Inc. For Consent to Transfer Control of Licenses and Authorizations*, Memorandum Opinion and Order, 31 FCC Rcd 12504 ¶ 7 (2016) ("Verizon-XO Order").

interest benefits in a license or authorization holder being able to assign or transfer control of its license or authorization freely.”<sup>20</sup> The Proposed Transaction readily satisfies these standards. Because the Proposed Transaction clearly complies with the Act and with Commission’s Rules, the Applicants focus on the third and fourth prongs.

The Proposed Transaction will benefit, and will not harm, the public interest, convenience, and necessity. The Proposed Transaction will provide the Lumen LatAm Entities, along with the rest of the Lumen LatAm Business, access to additional financial resources, allowing the company to focus on further developing and improving its high-speed network and services. At the same time, the Proposed Transaction allows Lumen to focus investments in key areas of its business to drive future growth while providing flexibility for its capital allocation strategy. Moreover, the Commission has, on repeated occasions, recognized the public interest benefit of allowing licensees to freely transfer control of their authorizations provided such actions are not contrary to the public interest.<sup>21</sup> The Applicants respectfully submit that the Commission should find that the Proposed Transaction is in the public interest and approve these Applications.

The Proposed Transaction will benefit the Lumen LatAm Business and its customers. The Proposed Transaction will allow the Lumen LatAm Entities to strengthen their focus on their core operations, including increasing attention to network investment and development of high-speed

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<sup>20</sup> *Applications of Level 3 Communications, Inc. and CenturyLink, Inc. for Consent to Transfer Control of Licenses and Authorizations*, Memorandum Opinion and Order, 32 FCC Rcd 9581 ¶ 10 (2017) (“CenturyLink-Level 3 Order”).

<sup>21</sup> *See, e.g., In re: Applications Filed for the transfer of control of Certain Subsidiaries of Frontier Communications Corporation to Northwest Fiber, LLC*, DA 19-1302, ¶10 (WCB/IB/WTB Dec. 19, 2019) (“Notably, the Commission has long recognized the clear public interest benefits in a license or authorization holder being able to assign or transfer control of its license or authorization freely.”).

infrastructure services. SIP has a strong global digital infrastructure strategy with a goal of expanding the reach of the Lumen LatAm Business. Moreover, SIP, a highly reputable and reliable long-term investment manager, intends to invest into and support the growth and development of the Lumen LatAm Business. Additionally, SIP has a history of acquiring, maintaining, and developing various infrastructure assets and will bring that experience to bear in working to ensure the continued development of the Lumen LatAm Business and the provision of state-of-the-art infrastructure and connectivity operations post-Transaction. SIP has significant experience investing in telecommunications providers and infrastructure, which will enhance its ability to support management in executing their growth strategy for the Lumen LatAm Business.<sup>22</sup>

Additionally, the United States markets for interstate and international telecommunications services, as well as the availability of international submarine cable system capacity, will continue to thrive and remain competitive after the Proposed Transaction. Both pre- and post-Transaction, the Lumen LatAm Entities will benefit from the significant managerial, operational, and technical expertise of its executive leadership team which has significant experience in the telecommunications industry and is currently involved in the management of the Lumen LatAm Business. As part of the Proposed Transaction, this executive leadership team and the highly skilled personnel that have managed and operated the submarine cable operations and other communications-related assets for many years will be remaining with the Lumen LatAm Entities and the Lumen LatAm Business.<sup>23</sup> The leadership team and other personnel will be able to

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<sup>22</sup> As discussed above, funds affiliated with SIP completed the acquisition of ExteNet Systems Inc. in 2015, and just recently consummated the acquisition of Radiate Holdings. Further information regarding ExteNet and Radiate Holdings is provided above.

<sup>23</sup> In connection with the Proposed Transaction, the parties are also entering into several services agreements and transition services agreements to help streamline the transfer of the Lumen LatAm Business. Among other things, Lumen will continue to provide Network Operations

leverage their intimate knowledge of the United States domestic and international communications markets in general, and of the international services and submarine cable system operations in particular, to enable seamless continuation of the Latin American operations by Patagonia Holdco post-Transaction. As a result, the Lumen LatAm Entities will continue to provide the same suite of services and will maintain the quality of service that customers have received prior to the Proposed Transaction. In addition, the Lumen LatAm Entities will continue to operate pursuant to existing service arrangements with customers. The Proposed Transaction will be effectively transparent to customers and they will not experience any loss or diminishment of service.

Further, Patagonia Holdco and the Lumen LatAm Entities do not have any affiliates with a dominant domestic or international market share. None of the foreign companies being acquired by Patagonia Holdco as part of the Proposed Transaction have such dominant shares. The Proposed Transaction will not eliminate any competitors nor will it cause any anticompetitive concentration of carrier resources in the United States domestic or international services market. Rather, the United States domestic and international communications markets will remain as competitive as they are today. For these reasons, the Applicants respectfully submit that the Proposed Transaction presents no adverse competitive effect.

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Center services for the LatAm Business's submarine cable systems, although the staff overseeing operations will be transferred to the new company.

#### **IV. THE APPLICANTS SEEK EXPEDITED TREATMENT OF THIS APPLICATION**

The Applicants are not requesting streamlined treatment for this Application.<sup>24</sup> However, the Applicants respectfully request expedited review and approval to enable timely consummation of the overall Proposed Transaction.

The Applicants submit that the Proposed Transaction is global in nature, spanning more than a dozen countries and involving the sale of more than 20 commonly-owned foreign affiliates. The sale of the Lumen LatAm Entities is a relatively small component of this much larger global transaction.<sup>25</sup> Failure to obtain Commission approval of the Proposed Transaction, or an undue delay in obtaining the necessary approval, will negatively affect the Proposed Transaction, which the parties have targeted for consummation in the first half of 2022. Among other possible negative outcomes that may occur in the event of a delayed approval, the parties may choose not to consummate the Proposed Transaction which would preclude the public interest benefits described above from being realized.

#### **V. INFORMATION REQUIRED BY COMMISSION RULES**

The Applicants provide below the information required by Section 63.24(e)(2) of the Commission's Rules including the information requested in Section 63.18:<sup>26</sup>

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<sup>24</sup> 47 C.F.R. §§ 1.767(k), 63.03(b)(1)(ii), and 63.12(c)(1)(ii).

<sup>25</sup> While the entire transaction is valued at approximately \$2.7 billion, Patagonia Holdco estimates that the value for the U.S. business is \$200,000,000. This estimate is based off of assets located in the U.S. (primarily cable landing stations, and also including office space, personnel, and other assets) as well as an estimate of the value of the go-forward relationship with Lumen. Note this figure is a preliminary estimate and subject to refinement for tax purposes.

<sup>26</sup> 47 C.F.R. §§ 63.24(e)(2); 63.18.

**(a) Name, address, and telephone number of each Applicant:  
(Answer to 47 C.F.R. § 63.18(a))**

Lumen Technologies, Inc. (*transferor*)  
100 CenturyLink Drive  
Monroe, Louisiana 71203  
Tel: (800) 871-9244

Patagonia Holdco LLC (*transferee*)  
c/o Stonepeak Infrastructure Partners  
55 Hudson Yards  
550 W 34th Street, 48th Floor New York, NY 10001  
Tel: (212) 907-5100

**(b) Laws Under Which Each Applicant is Organized (47 C.F.R. § 63.18(b)):**

Transferor: Lumen is a corporation organized under the laws of the State of Delaware.

Transferee: Patagonia Holdco is a limited liability company formed under the laws of the State of Delaware.

**(c) Contact Information for Correspondence (Answer to IBFS Main Form Question 10 and 47 C.F.R. § 63.18(c)):**

Correspondence concerning the Application should be sent to:

For Transferors and Lumen LatAm Entities:

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*Counsel to Patagonia Holdco LLC*

**(d) Section 214 Authorizations (Answer to IBFS Main Form Question 10 and 47 C.F.R. § 63.18(d):**

Transferor: Lumen holds no international Section 214 authority and does not provide services pursuant to domestic Section 214 authority. The LatAm Entities are authorized to provide services under Section 214 of the Act as follows:

***CenturyLink Latin American Solutions, LLC***

- CLAS is currently providing international services pursuant to the authority granted under the international 214 authorization held by Level 3 Communications, LLC pursuant to Section 63.21(h) of the Commission's Rules. Because that authorization is not being assigned or transferred, Patagonia Holdco requests that the Commission issue a new international Section 214 authorization to CLAS in connection with its approval of the Proposed Transaction.

- Domestic Section 214 authority by operation of law pursuant to Section 63.01 of the Commission’s Rules.

***Global Crossing Americas Solutions, LLC***

GCAS holds the following International Section 214 authorizations:

- ITC-214-19950717-00062
- ITC-214-19950831-00047
- ITC-214-19970703-00372
- ITC-214-19980430-00286 (old File Nos. ITC-98-342 and -342A).
- Domestic Section 214 authority by operation of law pursuant to Section 63.01 of the Commission’s rules.

***Level 3 Communications St. Croix, Inc.***

- Domestic Section 214 authority by operation of law pursuant to Section 63.01 of the Commission’s Rules.<sup>27</sup>

Transferee: Patagonia Holdco is an entity newly created for purposes of the Proposed Transaction and does not hold any domestic or international Section 214 authorizations.

**(h) Post-Consummation Ownership and Interlocking Directorates  
(Answer to IBFS Main Form Questions 11-12 and 47 C.F.R. § 63.18(h)):**

**Post-consummation Ownership.** Following is information regarding the individuals and entities that will hold a ten percent (10%) or greater, direct or indirect, ownership interest in the Lumen LatAm Entities upon consummation of the Proposed Transaction.

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<sup>27</sup> Level 3 St. Croix does not provide international telecommunications services and thus does not hold an international Section 214 authorization.

**CenturyLink Latin American Solutions, LLC:** At closing, Patagonia Holdco will directly hold 100% of the equity and voting interests of CLAS. Information regarding the ownership of Patagonia Holdco is set forth below.

**Global Crossing Americas Solutions, LLC:** At closing, Patagonia Holdco will directly hold 100% of the equity and voting interests of GCAS. Information regarding the ownership of Patagonia Holdco is set forth below.

**Level 3 Communications St. Croix, Inc.:** The following entities currently hold, and at closing will continue to hold, a 10% or greater direct or indirect interest in Level 3 St. Croix:

Name: **Global Crossing International Networks Ltd. (“GCIN”)**  
Address: 100 CenturyLink Drive, Monroe, Louisiana 71203  
Place of Organization: Bermuda  
Type of Organization: Corporation  
Principal Business: Holding company  
Interest Held: GCIN presently holds, and will continue to hold, a direct 100% equity and voting interest in Level 3 St. Croix.  
Role: Direct parent of Level 3 St. Croix

Name: **Level 3 GC Limited (“Level 3 GC”)**  
Address: 100 CenturyLink Drive, Monroe, Louisiana 71203  
Place of Organization: Bermuda  
Type of Organization: Corporation  
Principal Business: Holding company  
Interest Held: Level 3 GC holds, and will continue to hold, a direct 100% equity and voting interest in GCIN, and, in turn, an indirect 100% equity and voting interest in Level 3 St. Croix.  
Role: Direct parent of GCIN and indirect parent of Level 3 St. Croix

At closing, Patagonia Holdco will directly hold 100% of the equity and voting interests of Level 3 GC.<sup>28</sup> Information regarding the ownership of **Patagonia Holdco** is set forth below.

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<sup>28</sup> Neither Level 3 GC nor GCIN hold any Commission authorizations or licenses.

Name: **Patagonia Intermediate Holdco LLC (“Patagonia Intermediate”)**  
Address: 55 Hudson Yards, 550 W 34th Street, 48th Floor, New York, NY  
10001  
Place of Organization: Delaware  
Type of Organization: Limited liability company  
Principal Business: Holding company  
Interest Held: Patagonia Intermediate will hold a direct 100% equity and voting  
interest in Patagonia Holdco.  
Role: Patagonia Intermediate will control Patagonia Holdco.

Name: **Stonepeak Patagonia Holdings LLC (“SP Holdings”)**  
Address: 55 Hudson Yards, 550 W 34th Street, 48th Floor, New York, NY  
10001  
Place of Organization: Delaware  
Type of Organization: Limited liability company  
Principal Business: investments  
Interest Held: SP Holdings will hold a direct 100% equity and voting interest in  
Patagonia Intermediate.  
Role: SP Holdings will control Patagonia Intermediate.

Name: **Stonepeak Patagonia Intermediate Holdings LP (“SP  
Intermediate Holdings”)**  
Address: 55 Hudson Yards, 550 W 34th Street, 48th Floor, New York, NY  
10001  
Place of Organization: Delaware  
Type of Organization: Limited partnership  
Principal Business: Investments  
Interest Held: SP Intermediate Holdings will hold approximately a direct 70%  
equity and 70% voting interest in SP Holdings.  
Role: SP Intermediate Holdings will control SP Holdings

Name: **Stonepeak Patagonia Upper Holdings LP (“SP Upper Holdings”)**  
Address: 55 Hudson Yards, 550 W 34th Street, 48th Floor, New York, NY  
10001  
Place of Organization: Delaware  
Type of Organization: Limited partnership  
Principal Business: Investments  
Interest Held: SP Upper Holdings will hold a direct 100% equity and 0% voting  
interest in SP Intermediate Holdings.  
Role: SP Upper Holdings will be an indirect passive investor in SP  
Intermediate Holdings that will aggregate the passive, indirect  
investments of its limited partners

Name: **Stonepeak Infrastructure Fund IV (AIV V) LP (“SP Infrastructure IV”)**  
Address: 55 Hudson Yards, 550 W 34th Street, 48th Floor, New York, NY 10001  
Place of Organization: Delaware  
Type of Organization: Limited partnership  
Principal Business: Investments  
Interest Held: SP Infrastructure IV will hold a direct 83.55% equity and 0% voting interest in SP Upper Holdings.  
Role: SP Infrastructure IV will be an indirect passive investor in Patagonia Holdco and the Lumen LatAm Entities that will aggregate the passive, indirect investments of its limited partners.

Name: **Stonepeak Infrastructure Fund IV (Lux) (AIV VIII) SCSp (“SP Infrastructure (Lux)”)**  
Address: 55 Hudson Yards, 550 W 34th Street, 48th Floor, New York, NY 10001  
Place of Organization: Luxembourg  
Type of Organization: Special limited partnership  
Principal Business: Investments  
Interest Held: SP Infrastructure (Lux) will hold a direct 11.80% equity and 0% voting interest in SP Upper Holdings.  
Role: SP Infrastructure (Lux) will be an indirect passive investor in Patagonia Holdco and the Lumen LatAm entities that will aggregate the passive, indirect investments of its members, none of which will have a 10-percent-or-greater equity or voting interest in Patagonia Holdco or the Lumen LatAm Entities.

Name: **Stonepeak Patagonia (Co-Invest) Holdings LP (“SP (Co-Invest) Holdings”)**  
Address: 55 Hudson Yards, 550 W 34th Street, 48th Floor, New York, NY 10001  
Place of Organization: Delaware  
Type of Organization: Limited partnership  
Principal Business: Investments  
Interest Held: SP (Co-Invest) Holdings will hold a direct 4.65% equity interest and 0% voting interest in SP Upper Holdings.  
Role: SP (Co-Invest) will be an indirect passive investor in Patagonia Holdco and will aggregate the passive, indirect investments of its limited partners.

Name: **Stonepeak Associates IV LLC (“Associates IV”)**  
Address: 55 Hudson Yards, 550 W 34th Street, 48th Floor, New York, NY 10001  
Place of Organization: Delaware  
Type of Organization: Limited liability company  
Principal Business: Investments  
Interest Held: Associates IV will hold a direct 0% equity and 100% voting interest in SP Intermediate Holdings, and a 0% equity and 100% voting interest in SP Upper Holdings, and a 100% voting and 1.5% equity interest in SP Infrastructure IV and SP Infrastructure (Lux).  
Role: Associates IV will indirectly control Patagonia Holdco and the Lumen LatAm Entities through its role as the general partner of SP Intermediate Holdings. Associates IV will also indirectly control the following passive investors: SP Upper Holdings, SP Infrastructure IV, and SP (Co-Invest) Holdings through its role as general partner, and SP Infrastructure (Lux), through its role as special general partner.

Name: **Stonepeak GP Investors IV LLC**  
Address: 55 Hudson Yards, 550 W 34th Street, 48th Floor, New York, NY 10001  
Place of Organization: Delaware  
Type of Organization: Limited liability company  
Principal Business: Investments  
Interest Held: Stonepeak GP Investors IV LLC will hold a direct 100% voting interest in Associates IV.  
Role: Through its role as the managing member of Associates IV, Stonepeak GP Investors IV LLC will indirectly control Patagonia Holdco and the Lumen LatAm Entities, as well as SP Infrastructure IV, SP (Co-Invest) Holdings, SP Upper Holdings and SP Intermediate Holdings.

Name: **Stonepeak GP Investors Manager LLC (“Stonepeak GP”)**  
Address: 55 Hudson Yards, 550 W 34th Street, 48th Floor, New York, NY 10001  
Place of Organization: Delaware  
Type of Organization: Limited liability company  
Principal Business: Investments  
Interest Held: Stonepeak GP Investors will hold a direct 100% voting interest in Stonepeak GP Investors IV LLC.  
Role: Stonepeak GP will indirectly control SP Upper Holdings and SP Intermediate Holdings through its role as the managing member of Stonepeak GP Investors IV LLC.

Name: **Stonepeak Associates IV (Lux) S.à.r.l. (“SP Associates IV (Lux)”)**  
Address: 55 Hudson Yards, 550 W 34th Street, 48th Floor, New York, NY  
10001  
Place of Organization: Luxembourg  
Type of Organization: Limited liability company  
Principal Business: Investments  
Interest Held: SP Associates IV (Lux) will hold a 100% voting interest in SP  
Infrastructure (Lux) as its managing general partner, but will not  
have any indirect voting interest in Patagonia Holdco.  
Role: SP Associates IV (Lux) will be an indirect passive investor in  
Patagonia Holdco.

Name: **Stonepeak GP Investors IV (Cayman) LLC (“Stonepeak GP  
GP Investors (Cayman)”)**  
Address: 55 Hudson Yards, 550 W 34th Street, 48th Floor, New York, NY  
10001  
Place of Organization: Cayman Islands  
Type of Organization: Limited liability company  
Principal Business: Investments  
Interest Held: Stonepeak GP (Cayman) will hold a 100% voting interest in SP  
Associates IV (Lux) as its sole shareholder but will not have any  
indirect voting interest in Patagonia Holdco.  
Role: Stonepeak GP (Cayman) will be an indirect passive investor in  
Patagonia Holdco.

Name: **Stonepeak GP Investors Manager (Cayman) LLC (“Stonepeak  
GP Investors (Cayman)”)**  
Address: 55 Hudson Yards, 550 W 34th Street, 48th Floor, New York, NY  
10001  
Place of Organization: Cayman Islands  
Type of Organization: Limited liability company  
Principal Business: Investments  
Interest Held: Stonepeak GP Investors (Cayman) is the managing member of  
Stonepeak GP Cayman and will hold a 100% voting interest in  
Stonepeak GP (Cayman) as its managing member but will not have  
any indirect voting interest in Patagonia Holdco.  
Role: Stonepeak GP Investors (Cayman) will be an indirect passive  
investor in Patagonia Holdco.

Name: **Michael Dorrell**  
Address: 55 Hudson Yards, 550 W 34th Street, 48th Floor, New York, NY 10001  
Citizenship: United States and Australia (dual citizenship)  
Type of Person: Individual  
Principal Business: Founder of Stonepeak  
Interest Held: Mr. Dorrell will hold a direct 100% voting interest in Stonepeak GP and Stonepeak GP Investors (Cayman).  
Role: Mr. Dorrell will indirectly control Patagonia Holdco and the Lumen LatAm Entities through his role as a controlling person of Stonepeak GP and Stonepeak GP Investors (Cayman) LLC.

Name: **AustralianSuper Investment Fund No. 2 (“AusSuper Fund No. 2”)**  
Address: Level 30, 130 Lonsdale Street Melbourne VIC 3000 Australia  
Place of Organization: Australia  
Type of Organization: Trust  
Principal Business: Investment trust  
Interest Held: AusSuper Fund No. 2 will hold an approximate 30% equity and 30% voting interest as a member of SP Holdings.  
Role: AusSuper Fund No. 2 will be a direct investor in SP Holdings.

Name: **AustralianSuper (“AusSuper”)**  
Address: Level 30, 130 Lonsdale Street Melbourne VIC 3000 Australia  
Place of Organization: Australia  
Type of Organization: Public offer superannuation (pension) fund  
Principal Business: Public offer superannuation (pension) fund  
Interest Held: AusSuper will hold a 100% ownership interest in AusSuper Fund No. 2 and approximate indirect 30% equity and 0% interest in Patagonia Holdco.  
Role: AusSuper will be an indirect investor in Patagonia Holdco.

Name: **AustralianSuper Investments Pty Ltd (“AusSuper Investments”)**  
Address: Level 30, 130 Lonsdale Street Melbourne VIC 3000 Australia  
Place of Organization: Australia  
Type of Organization: Australian Proprietary Company  
Principal Business: Corporate trustee for a number of underlying investment trusts  
Interest Held: AusSuper Investments will hold a 100% voting interest and 0% equity interest in AusSuper Fund No. 2 and an approximate indirect 30% voting and 0% equity interest in Patagonia Holdco.  
Role: AusSuper Investments is the Trustee of AusSuper Fund No. 2.

Name: **AustralianSuper Pty Ltd (“AusSuper Pty”)**  
Address: Level 30, 130 Lonsdale Street Melbourne VIC 3000 Australia  
Place of Organization: Australia  
Type of Organization: Australian Proprietary Company  
Principal Business: Licensed and regulated superannuation entity acting as trustee for AusSuper  
Interest Held: AusSuper Pty will hold a direct 100% ownership interest in AusSuper Investments and is the Trustee of AusSuper, and, in those capacities, will hold an approximate 30% voting interest and 0% equity interest in Patagonia Holdco.  
Role: AusSuper Pty owns AusSuper Investments and is the Trustee of AusSuper.

Name: **ACTU Super Shareholdings Pty Ltd, dba Australian Council of Trade Unions (“ACTU”)**  
Address: Level 6, 365 Queen Street Melbourne VIC 3000 Australia  
Place of Organization: Australia  
Type of Organization: Australian Proprietary Company  
Principal Business: Peak union body representing Australian workers  
Interest Held: ACTU has a 50% ownership interest in AusSuper Pty.  
Role: ACTU will have no direct role in Patagonia Holdco or the Lumen LatAm Entities.

Name: **Australian Industry Group (“AIG”)**  
Address: 2/144 St Kilda Road Melbourne VIC 2004 Australia  
Place of Organization: Australia  
Type of Organization: Association  
Principal Business: Employer organization representing Australian businesses  
Interest Held: AIG has a 50% ownership interest in AusSuper Pty.  
Role: AIG will have no direct role in Patagonia Holdco or the Lumen LatAm Entities.

As noted, the process of completing the syndication of the co-investment for the Proposed Transaction is ongoing. It is anticipated that the additional syndication will result in changes in the equity ownership percentages held by SP Infrastructure IV, SP Infrastructure (Lux) and SP (Co-Invest) Holdings in SP Upper Holdings. Depending on the ultimate results of the syndication efforts for the co-invest vehicle(s), Patagonia Holdco projects the following ranges for the funds’ equity interests in SP Upper Holdings:

- SP Infrastructure IV: 45-84%
- SP Infrastructure (Lux): 6-12%
- SP (Co-Invest) Holdings: 5-48%<sup>29</sup>

It is possible that other co-invest vehicles will be formed for the purposes of holding indirect interests in Patagonia Holdco and the Lumen LatAm Entities through limited partnership interests in SP Upper Holdings. If that occurs, the Applicants will update this Joint Application accordingly.

Other than the interest holders identified above, no other entity or individual will, upon consummation of the Proposed Transaction, hold a 10-percent-or-greater direct or indirect equity or voting interest in Patagonia Holdco or the Lumen LatAm Entities.<sup>30</sup>

**Interlocking Directorates:** Information about the interlocking directorates of Patagonia Holdco is included in **Attachment 2**.

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<sup>29</sup> Because the SP Upper Holdings has a greater than 50% equity interest in SP Intermediate Holdings, and SP Intermediate Holdings has a greater than 50% interest in SP Holdings, the multiplier would not be used to determine the indirect equity interests of the funds. As a result, the ranges set forth above would also be the ranges for the indirect equity interests held in Patagonia Holdco and the Lumen LatAm Entities by the funds.

<sup>30</sup> As noted, SIP is still in the process of syndicating certain interests in Patagonia Holdco and the Lumen LatAm Entities. These interests will be held through limited partnership interests in SP Upper Holdings. To the extent that these syndication efforts result in the addition of a new 10% or greater indirect equity or voting holder, the applications will be amended and updated as appropriate.

**(i) Foreign Carrier Affiliation Certification**  
**(Answer to IBFS Main Form Question 14 and 47 C.F.R. § 63.18(i))**

The Lumen LatAm Entities certify that they are not foreign carriers. The Lumen LatAm Entities certify that they are affiliated with the Foreign Carrier Affiliates identified in **Attachment 2** and, upon consummation of the Transaction, will become affiliated with the Patagonia Holdco Foreign Carrier Affiliates identified in **Attachment 2**. The destination countries in which the Foreign Carrier Affiliates operate, including owning or controlling a submarine cable landing station in the foreign country, are identified in **Attachment 2** and all are WTO member countries. Patagonia Holdco certifies that it is not a foreign carrier but is affiliated with the Patagonia Holdco Foreign Carrier Affiliates identified in **Attachment 2**, all of which operate in WTO member countries.

**(j) Foreign Carrier and Destination Countries**  
**(Answer to IBFS Main Form Question 15 and 47 C.F.R. § 63.18(j))**

As explained below, Patagonia Holdco requests that CLAS be authorized to provide facilities-based and resold international telecommunications services to all international points pursuant to Section 214 of the Act upon consummation of the Proposed Transaction.

The Lumen LatAm Entities certify that they do not seek to provide international telecommunications services to destination countries for which (1) the Lumen LatAm Entities are a foreign carrier in that country; or (2) the Lumen LatAm Entities control a foreign carrier in that country; or (3) two or more foreign carriers (or parties that control foreign carriers) own, in the aggregate, more than 25 percent of the Lumen LatAm Entities and are parties to, or the beneficiaries of, a contractual relation (e.g., a joint venture or market alliance) affecting the provision or marketing of international basic telecommunications services in the United States.

The Lumen LatAm Entities certify that they seek to provide international telecommunications services to destination countries within which any entity that owns more than 25 percent of the Lumen LatAm Entities, or that controls the Lumen LatAm Entities, also controls a foreign carrier; these countries are identified in **Attachment 2**.

Patagonia Holdco certifies that it does not seek to provide international telecommunications services, but notes that this Joint Application includes a request that CLAS be granted authority to provide facilities-based and resold international telecommunications services to all international points pursuant to Section 214 of the Act effective upon close of the Proposed Transaction.

**(k) WTO Membership of Destination Countries  
(47 C.F.R. § 63.18(k))**

All of the countries listed on **Attachment 2** are members of the WTO. As addressed in Section IV.B above, the Foreign Carrier Affiliates and Patagonia Holdco Foreign Carrier Affiliates, individually and collectively, do not have market power in any of the foreign countries in which they provide service. The Foreign Carrier Affiliates and Patagonia Holdco Foreign Carrier Affiliates, individually and collectively, hold less than a 50 percent market share in the international transport and the local access markets in each of these countries.

**(l) Not applicable (Section reserved in 47 C.F.R. § 63.18(l))**

**(m) Non-Dominant Regulatory Classification (Answer to IBFS Main Form  
Question 16 and 46 C.F.R. § 63.18(m))**

As set forth in Section IV of this Application, upon consummation of the Transaction, Patagonia Holdco and the Lumen LatAm Entities will qualify for a presumption of non-dominant

classification, pursuant to Section 63.10(a)(3) of the Commission's Rules, with respect to each destination country identified in **Attachment 2**.

Patagonia Holdco and the Lumen LatAm Entities are not affiliated with any dominant foreign carrier entities. Each foreign carrier affiliate identified in **Attachment 2** holds less than a fifty percent (50%) market share in the international transport and local access markets in the foreign countries in which they provide service. Accordingly, the Patagonia Holdco Foreign Carrier Affiliates and Lumen LatAm Entity Foreign Carrier Affiliates lack market power, and Patagonia Holdco and the Lumen LatAm Entities presumptively are entitled to classification as non-dominant on the destination country routes.

**(n) Special Concessions Certification (Answer to IBFS Main Form Question 21 and 47 C.F.R. § 63.18(n))**

As evidenced by the signature of Patagonia Holdco's representative to this Application, Patagonia Holdco certifies that it has not agreed to accept special concessions directly or indirectly from any foreign carrier with respect to any U.S. international route where the foreign carrier possesses market power on the foreign end of the route, and they will not enter into such agreements in the future.

**(o) Federal Benefits/Anti-Drug Act of 1988 Certification (Answer to IBFS Main Form Question 25 and 47 C.F.R. § 63.18(o))**

As evidenced by the signature of Patagonia Holdco's representative to this Application, Patagonia Holdco certifies that, pursuant to Sections 1.2001 through 1.2003 of the Commission's Rules, it is not subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988.

**(p) Eligibility for Streamlined Processing**  
**(Answer to IBFS Main Form Question 20 and 47 C.F.R. §§ 63.12, 63.18(p))**

The Applicants are not requesting streamlined processing of this Application, but respectfully request expedited review and approval to enable timely consummation of Patagonia Holdco's acquisition of the Lumen LatAm Business (including the Lumen LatAm Entities).

**VI. INFORMATION REQUIRED BY SECTION 63.04(b)**

Pursuant to Section 63.04(b) of the Commission's Rules,<sup>31</sup> the Applicants are filing a combined domestic and international application for the proposed transfer of control of the Lumen LatAm Entities and the additional information required for the domestic Section 214 transfer of control application is provided in **Attachment 3**.

**VII. INFORMATION REQUIRED BY SECTION 1.767(a)(11)**

Applicants also request authority, pursuant to Section 1.767(a)(11) of the Commission's Rules, to transfer control of the submarine cable landing license and cable landing stations held by GCAS (including the submarine cable landing licenses currently held by GCTI that will be assigned to GCAS on a *pro forma* basis prior to closing of the Proposed Transaction).<sup>32</sup> The information required by Commission Rule Sections 1.767(a)(1)-(a)(3) and (a)(8)-(a)(9) is included in **Attachment 4**.<sup>33</sup>

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<sup>31</sup> 47 C.F.R. § 63.04(b).

<sup>32</sup> 47 C.F.R. § 1.767(a)(11). *See supra* at note 8 (discussing *pro forma* assignment).

<sup>33</sup> 47 C.F.R. § 1.767(a)(1)-(3), (8)-(9).

### **VIII. INFORMATION REQUIRED BY SECTION 63.18(e)**

Pursuant to Sections 63.18(e)(1) and (e)(2) of the Commission's Rules,<sup>34</sup> CLAS requests to be authorized to provide facilities-based and resold international telecommunications services to all international points pursuant to Section 214 of the Act upon consummation of the Proposed Transaction. The additional Commission Rule Section 63.18 information, not otherwise included above, required for CLAS's application for international Section 214 authority is included in **Attachment 5**.

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<sup>34</sup> 47 C.F.R. §§ 63.18(e)(1) and (e)(2).

**IX. CONCLUSION**

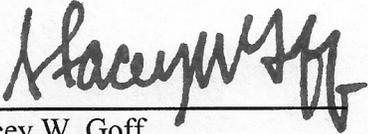
Based on the foregoing, the Applicants respectfully submit that the public interest, convenience, and necessity would be furthered by grant of this Joint Application.

Respectfully submitted,

**PATAGONIA HOLDCO LLC**

**LUMEN TECHNOLOGIES, INC.**

**BY:** \_\_\_\_\_  
Name: Brian McMullen  
Title: Senior Managing Director

**BY:**  \_\_\_\_\_  
Name: Stacey W. Goff  
Title: Executive Vice President, General  
Counsel & Secretary, Lumen Technologies,  
Inc.

August 20, 2021

**IX. CONCLUSION**

Based on the foregoing, the Applicants respectfully submit that the public interest, convenience, and necessity would be furthered by grant of this Joint Application.

Respectfully submitted,

**PATAGONIA HOLDCO LLC**

**LUMEN TECHNOLOGIES, INC.**

**BY:**  \_\_\_\_\_  
Name: Brian McMullen  
Title: Senior Managing Director

**BY:** \_\_\_\_\_  
Name: Stacey W. Goff  
Title: Executive Vice President, General  
Counsel & Secretary, Lumen Technologies,  
Inc.

August 20, 2021

## **LIST OF ATTACHMENTS**

**ATTACHMENT 1** – Pre- and Post-Transaction Organization Charts

**ATTACHMENT 2** – Foreign Carrier Affiliations and Interlocking Directorates

**ATTACHMENT 3** – Information required by 47 C.F.R. § 63.04

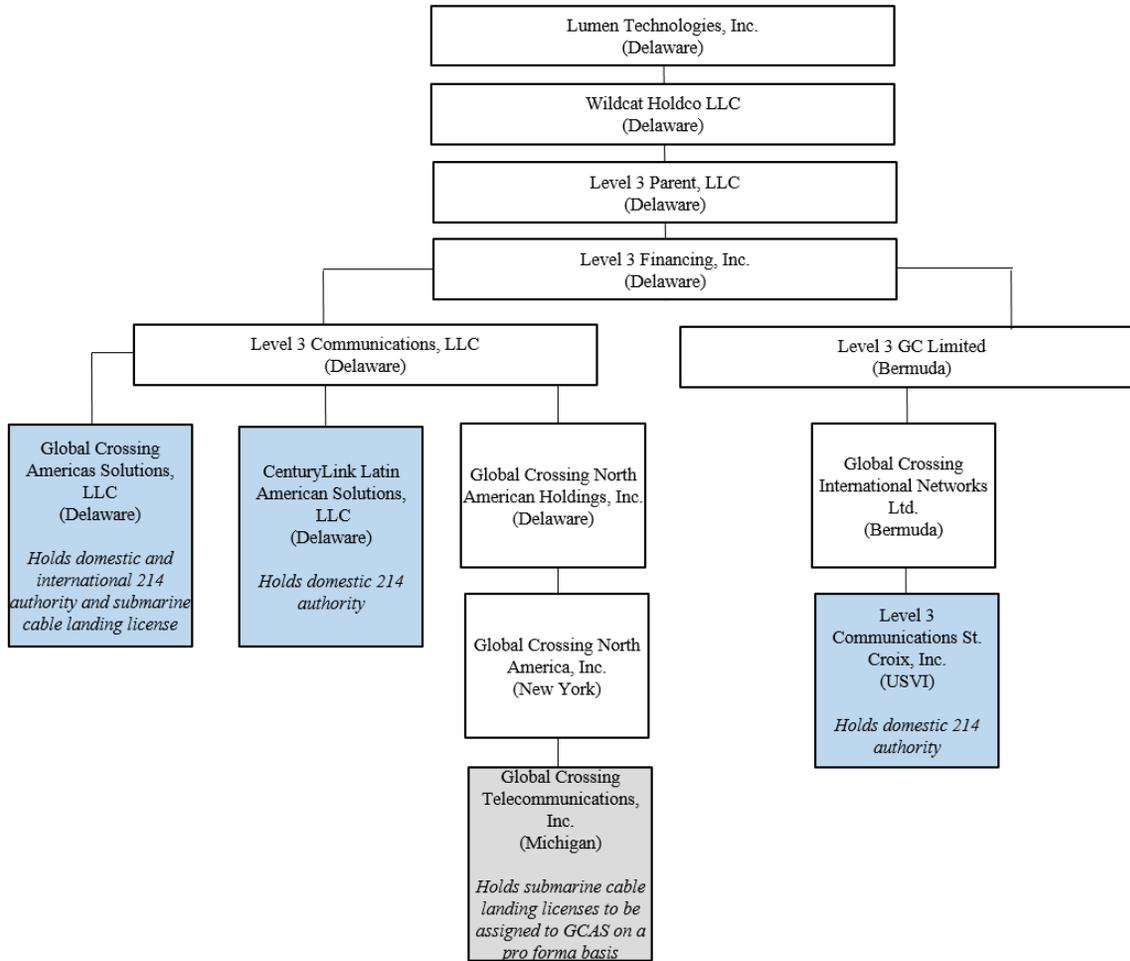
**ATTACHMENT 4** – Information required by 47 C.F.R. § 1.767

**ATTACHMENT 5** – Information required by 47 C.F.R. § 63.18 (CLAS Request for International Section 214 Authority)

**ATTACHMENT 6** – Authorizations Held by Lumen LatAm Entities

**ATTACHMENT 1:**  
**Pre- and Post-Transaction Organization Charts**

## Pre-Transaction Organization



NOTES

— Direct Interest

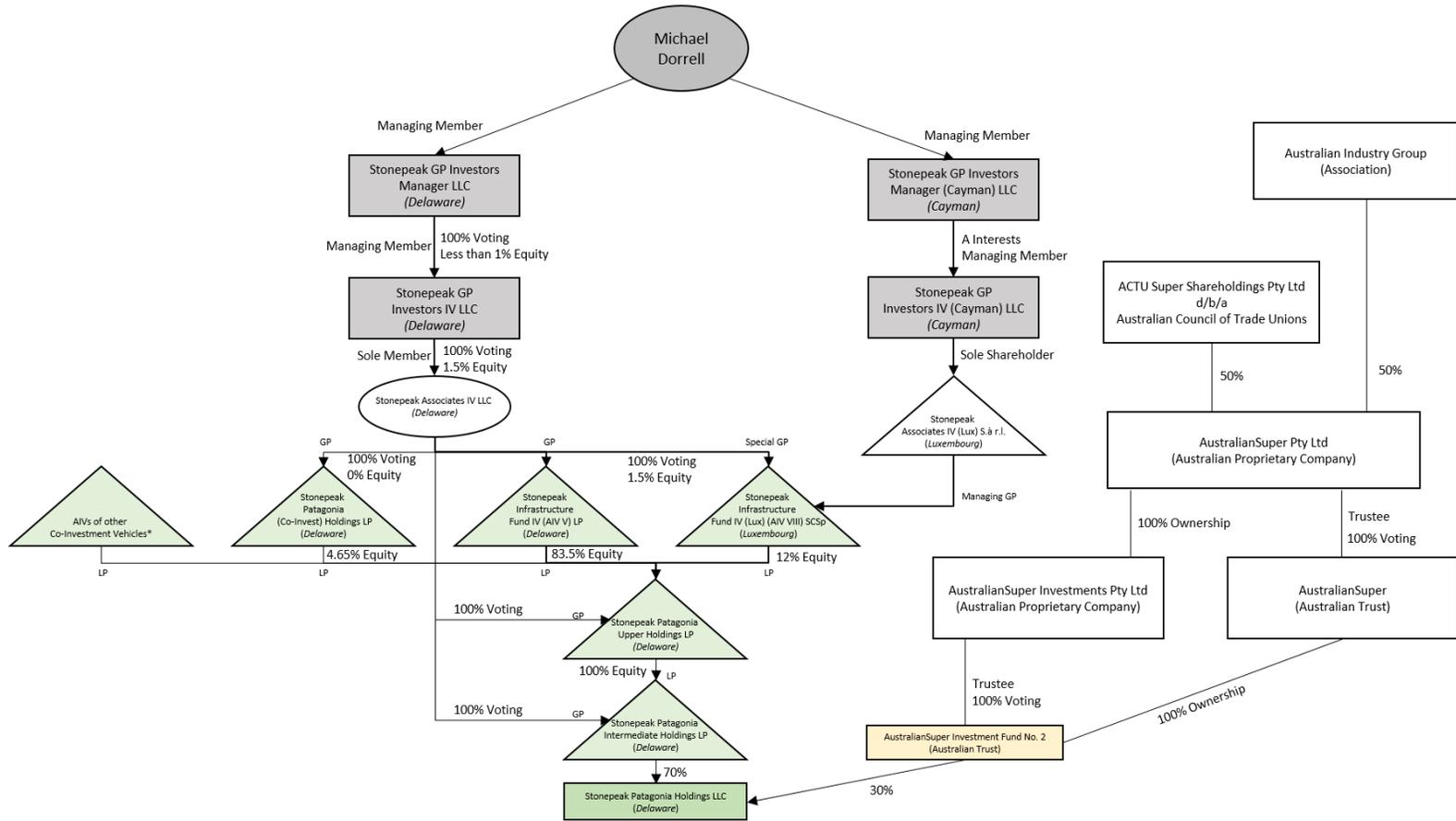
All interests are 100% unless otherwise indicated.

Ownership of FCC authorization holder to be transferred.

Submarine cable landing licenses (but not ownership of entity) to be transferred.

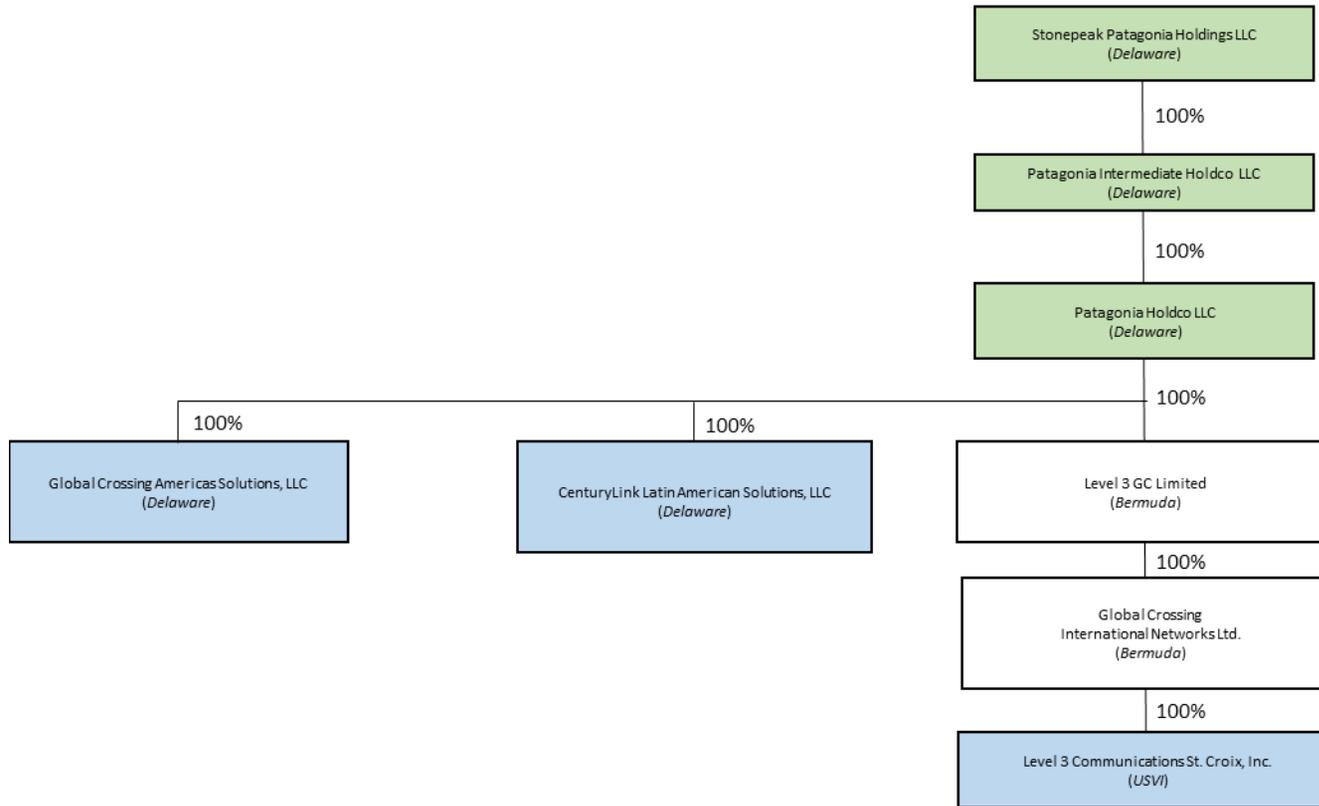
This chart lists only the entities and authorizations that are in the chain of ownership of the entities that hold licenses and authorizations issued by the FCC. It does not include information regarding authorizations or entities owned and controlled by Lumen Technologies, Inc. that are not being acquired by the Transferee, or other entities being acquired by Transferee that do not hold licenses or authorizations issued by the FCC.

**Post-Consumption Structure**



\*One or more co-investments vehicles may be used depending on the composition of co-investors.

### Post-Consummation Structure, Cont'd



**ATTACHMENT 2:**  
**Foreign Carrier Affiliations and Interlocking Directorates**

**I. FOREIGN CARRIER AFFILIATES**

**A. Lumen LatAm Entities**

The Lumen LatAm Entities are currently and, upon consummation of the Proposed Transaction, will continue to be affiliated with the foreign carrier affiliates identified below. All of the destination countries in which the foreign affiliates operate are WTO member countries. The third column identifies the Lumen LatAm Entities that own or control cable landing stations in their destination country.

<b>Destination Country</b>	<b>Foreign Affiliate(s)</b>	<b>Owns/Controls Cable Landing Station? Y/N</b>
Argentina	CenturyLink Argentina S.A.	Y
Brazil	CenturyLink Brasil Comunicações e Serviços Ltda.	N
Chile	CenturyLink Chile S.A.	Y
Colombia	CenturyLink Colombia S.A.S.	Y
Costa Rica	CenturyLink Costa Rica S.R.L.	Y
Ecuador	CenturyLinkEcuador S.A.	N
Mexico	CTL Mexico Landing, S. de R.L.	Y
Panama	CenturyLink Panama Inc.	Y
Peru	CenturyLink Peru S.A.	N
Uruguay	CenturyLink Argentina S.A., Sucursal Uruguay	N
Venezuela	CenturyLink Telecomunicaciones, S.A.	Y

**B. Patagonia Holdco**

Upon consummation of the Proposed Transaction, the Lumen LatAm Entities will be affiliated with the following new foreign carrier affiliates, which are currently affiliated with Patagonia Holdco and SIP. The foreign carrier affiliates listed below operate within the following World Trade Organization (“WTO”) member countries: Canada, Austria, Czech Republic, Germany, Poland, Slovakia, Belgium, Denmark, Finland, Italy, Norway, Sweden, United Kingdom, France, Netherlands, Singapore, Switzerland, Ireland and Spain.

<b>Foreign Carrier Affiliate</b>	<b>Countries</b>
ExteNet Systems (Canada) Inc.	Canada
Xplornet Communications Inc.	Canada
DAScom Inc.	Canada
Hudson Fiber Network	Canada
euNetworks GmbH	Austria, Czech Republic, Germany, Poland, Slovakia
euNetworks BVBA	Belgium
euNetworks Fiber UK Ltd	Denmark, Finland, Italy, Norway, Sweden, United Kingdom
euNetworks SAS	France
euNetworks Managed Services GmbH	Germany
euNetworks S.r.l	Italy
euNetworks BV	Netherlands
euNetworks 1 Pte Ltd	Singapore
euNetworks AG	Switzerland
euNetworks Ireland-Private Fiber Limited	Ireland

Foreign Carrier Affiliate	Countries
euNetworks Fiber SL	Spain

**II. INTERLOCKING DIRECTORATES**

**A. Lumen LatAm Entities**

Following consummation of the Proposed Transaction, it is anticipated that Brian McMullen and Andrew Thomas, who serve as officers and/or directors of the foreign carriers affiliated with Patagonia Holdco, will also serve as officers and/or directors of the foreign carrier affiliates of the Lumen LatAm Entities.

**B. Patagonia Holdco**

The Patagonia Holdco and SIP entities involved in this Transaction do not have interlocking directorates with foreign carriers other than as otherwise disclosed above in this Attachment 2.

**ATTACHMENT 3:**  
**Information required by 47 C.F.R. § 63.04**

In accordance with Section 63.04(a) of the Commission's Rules specifying the additional information required in joint international and domestic Section 214 applications, the Applicants submit the following as requested by Section 63.04(a)(6) through (a)(12):

- (a)(6)** The proposed Transaction is described above in Section II of the Joint Application.
- (a)(7)** A description of the geographic service areas and services provided in each area:

Transferor: Lumen's operating subsidiaries are authorized by the FCC and state public utility commissions to provide telecommunications services in all 50 states and the District of Columbia. The Lumen LatAm Entities principally provide enterprise and wholesale telecommunications services in the United States and the U.S. territories in the Caribbean.

Transferee. Patagonia Holdco LLC does not offer domestic telecommunications services in the United States. As described in greater detail in Section I of the Joint Application above, affiliates of Patagonia Holdco LLC offer intrastate, interstate, and international telecommunications and other services as described in Section I.D. above.
- (a)(8)** Applicants are not requesting streamlined processing pursuant to Sections 63.03 of the Commission's Rules with respect to the Proposed Transaction.
- (a)(9)** The Applicants are filing a joint domestic/international Section 214 application pursuant to Section 63.04(b) of the Commission's Rules, an application for international Section 214 authority for CLAS pursuant to Section 63.18(e)(1) and (e)(2) of the Commission's Rules, and an application for transfer of control of the submarine cable landing licenses held or to be held by GCAS pursuant to Section 1.767 of the Commission's Rules.
- (a)(10)** No party to this Joint Application is requesting special consideration because it is facing imminent business failure.
- (a)(11)** No waiver requests are being filed in connection with this Joint Application.
- (a)(12)** Consummation of the Proposed Transaction will serve the public interest for the reasons detailed in Section III of the Joint Application above.

**ATTACHMENT 4:**  
**Information required by 47 C.F.R. § 1.767**

The Applicants submit the following information pursuant to Section 1.767 of the Commission's Rules:

- (a)(1) The name, address and telephone number(s) of the Applicants are provided above in **Section V(a) of the Joint Application.**
- (a)(2) The Government, State, or Territory under the laws of which each corporate or partnership applicant is organized is provided above in **Section V(b) of the Joint Application.**
- (a)(3) The name, title, post office address, and telephone number of the officer and any other contact point, such as legal counsel, to whom correspondence concerning the application is to be addressed is provided above in **Section V(c) of the Joint Application.**
- (a)(8)(i) The place of organization and the information required in Section 63.18(h) of the Commission's Rules are provided **Section V(h) (ownership)**. The certifications required in Section 63.18(o) of the Commission's rules are provided in **Section V(o) (certification regarding denial of benefits)**.
- (a)(8)(ii) A certification as to whether or not the applicant is, or is affiliated with, a foreign carrier, including an entity that owns or controls a cable landing station, in any foreign country. The certification shall state with specificity each such country. **See Section V(i).**
- (a)(8)(iii) A certification as to whether or not the applicant seeks to land and operate a submarine cable connecting the United States to any country for which any of the following is true. The certification shall state with specificity the foreign carriers and each country:
  - (A) The applicant is a foreign carrier in that country; or
  - (B) The applicant controls a foreign carrier in that country; or
  - (C) There exists any entity that owns more than 25 percent of the applicant, or controls the applicant, or controls a foreign carrier in that country; and
  - (D) Two or more foreign carriers (or parties that control foreign carriers) own, in the aggregate, more than 25 percent of the applicant and are parties to, or the beneficiaries of, a contractual relation (e.g., a joint venture or market alliance) affecting the provision or marketing of arrangements for the terms of acquisition, sale, lease, transfer and use of capacity on the cable in the United States.

**See Section V(i-j) of the Joint Application.**

- (a)(8)(iv)** For any country that the applicant has listed in response to paragraph (a)(8)(iii) of this section that is not a member of the WTO, a demonstration as to whether the foreign carrier lacks market power with reference to the criteria in § 63.10(a) of this chapter.

**All destination markets listed are WTO Member Countries. As explained in Section IV.B and V(k) of the Joint Application, all of the Lumen LatAm Entities and Patagonia Holdco foreign carrier affiliates lack market power in their destination countries.**

- (a)(9)** A certification that the applicant accepts and will abide by the routine conditions specified in paragraph (g) of this section.

**By their signatures to this Joint Application, Patagonia Holdco and the Lumen LatAm Entities certify that, upon consummation of the Proposed Transaction, they accept and will abide by the routine conditions specified in paragraph (g) of Section 1.767 of the Commission's Rules.**

**ATTACHMENT 5:**  
**International Section 214 Authorization Application**

CLAS requests grant of international Section 214 authority to provide international global facilities based and global resale telecommunications services. Included below, in support of CLAS's request, is the additional Commission Rule Section 63.18 information that is not otherwise included in the Joint Application *supra*.

- |                          |   |
|--------------------------|---|
| <b>63.18 (e)(1)(i)</b>   | CLAS requests international Section 214 authority to operate as a facilities-based carrier pursuant to Section 63.18(e)(1) of the Commission's Rules. |
| <b>63.18 (e)(1)(iii)</b> | CLAS certifies that it will comply with the terms and conditions of Sections 63.21 and 63.23 of the Commission's Rules.                               |
| <b>63.18 (e)(2)(i)</b>   | CLAS requests international Section 214 authority to operate as a resale carrier pursuant to Section 63.18(e)(2) of the Commission's Rules.           |
| <b>63.18 (e)(2)(iii)</b> | CLAS certifies that it will comply with the terms and conditions of Sections 63.21 and 63.23 of the Commission's Rules.                               |

**ATTACHMENT 6**  
**Authorizations Held by Lumen LatAm Entities**

International Section 214 Authorizations:

<b><u>Entity</u></b>	<b><u>File Number</u></b>
Global Crossing Americas Solutions, LLC	ITC-214-19950717-00062 ITC-214-19950831-00047 ITC-214-19970703-00372
Global Crossing Americas Solutions, LLC (interest in authorization for Americas-II submarine cable system)	ITC-214-19980430-00286 (old File Nos. ITC-98-342 and -342A)

Blanket Domestic Section 214 Authority:

<b><u>Entity</u></b>	<b><u>FCC Registration Number</u></b>
CenturyLink Latin American Solutions, LLC	0031078116
Global Crossing Americas Solutions, LLC	0003755709
Level 3 Communications St. Croix, Inc.	0031079452

Submarine Cable Landing Licenses:

<b><u>Entity</u></b> <sup>35</sup>	<b><u>File Number</u></b>
Global Crossing Americas Solutions, LLC (Americas-II)	SCL-LIC-19980429-00019
Global Crossing Americas Solutions, LLC (Mid-Atlantic Crossing)	SCL-LIC-19981030-00023
Global Crossing Americas Solutions, LLC (Pan American Crossing)	SCL-LIC-19981103-00022
Global Crossing Americas Solutions, LLC (South American Crossing)	SCL-LIC-19990823-00015

<sup>35</sup> As explained in the narrative, GCAS presently holds a Commission authorization for the Americas-II submarine cable system, a common-carrier system in which GCAS owns a 0.02847% voting and equity interest. At closing, will also hold the submarine cable landing licenses for the Mid-Atlantic Crossing, Pan American Crossing, and South American Crossing submarine cable systems. *See supra* at note 8 and accompanying text.